

LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

RECORDATION NO. 13980-G FILED

JAN 04 '02 3-59 PM

January 3, 2002

SURFACE TRANSPORTATION BOARD

Nicholas W. Chase
612-335-1683
nick.chase@leonard.com

VIA HAND DELIVERY

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, Suite 700
Washington, D.C. 20423-0001

***Re: Transmittal Letter for Discharge and Reconveyance (Series 2) of Railroad
Equipment Lien***

Dear Secretary Williams:

I have enclosed an original and certified true copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document entitled SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 2) dated December 27, 2001, is a secondary document to be filed and recorded under **Recordation No. 13980-G.**

The primary document, Equipment Trust Agreement, dated November 1, 1982 is filed and recorded under Recordation No. 13980. Other secondary documents, recorded under Recordation Nos. 13980-A through 13980-G reflect that during the term of the Equipment Trust Agreement, that the name railroad company was changed from Canadian Pacific Limited to Canadian Pacific Railway Company. These secondary documents also reflect the renumbering of equipment, substitution of equipment and replacement of destroyed equipment.

The enclosed SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 2) has been executed by the Harris Trust Company of New York, formerly known as and successor to the Bank of Montreal Trust Company. It reflects the transfer of title in the trust equipment to Canadian Pacific Railway Company and discharges the company from any further obligation

150 SOUTH FIFTH STREET SUITE 2300 MINNEAPOLIS, MINNESOTA 55402 TEL 612-335-1500 FAX 612-335-1657
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LAW OFFICES IN MINNEAPOLIS, SAINT PAUL AND MANKATO

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under Equipment Trust Agreement, dated November 1, 1982 (Recordation No. 13980) as amended and supplemented by the as amended and supplemented by the Third Supplemental Agreement dated May 1, 1988 (Recordation No. 13980-C).

The address of the lessor is the Harris Trust Company of New York, successor to Bank of Montreal Trust Co., 88 Pine Street, New York, New York 10005, and the address of the lessee is Canadian Pacific Railway Company, 1800 Bankers Hall East, 855 2nd Street S.W., Calgary, Alberta T2P 4Z5. The equipment is described in Schedule A to the enclosed SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 2) and consists of the following:

<u>DESCRIPTION</u>	<u>NUMBER OF UNITS</u>	<u>ROAD NUMBERS</u>
Diesel Electric Locomotive Units, 2,000 Horsepower Model GP38 - 2	1	CP 3067
89'4" Fully Enclosed Tri-Level Auto Rack Cars	6	CP 556402 CP 556404 CP 556414 CP 556416 CP 556418 CP 556424
Bathtub Steel Rotary Gondola Cars, 100 Tons	140	CP 350126 - 350145 inc. CP 350166 - 350285 inc.

A fee of \$28 payable by check to the Secretary, Surface Transportation Board, is enclosed herewith. Please return the original of the SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 1) to the undersigned at the above address.

A short summary of the document to appear in the index is as follows:

"Supplemental Discharge and Reconveyance (Series 2) to Equipment Trust Agreement, dated November 1, 1983, as amended and supplemented by the Third Supplemental Agreement dated May 1, 1988 from the Harris Trust Company of New York, formerly known as the Bank of Montreal Trust Company, to Canadian Pacific Railway Company covering railroad box and freight cars and locomotives."

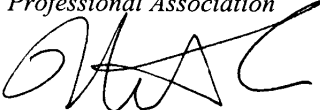
Please be advised that an additional discharge and reconveyance ("SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 1)), to be recorded as 13980-F will be submitted at the same time as the enclosed SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 2).

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Please date-stamp the enclosed copy of this letter and return to the undersigned in the self-addressed, stamped envelope, also enclosed. If you have any questions or comments, please contact me at the above telephone number. Thank you.

Yours very truly,

LEONARD, STREET AND DEINARD
Professional Association

A handwritten signature in black ink, appearing to read 'N. W. Chase', written over the printed name.

Nicholas W Chase

NWC/ss
Enclosures

cc: Don Barnhardt (w/ enc.)

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SUPPLEMENTAL DISCHARGE AND RECONVEYANCE
(SERIES 2)

Harris Trust Company of New York, successor to the Bank of Montreal Trust Company (the "Trustee") in this Supplemental Discharge and Reconveyance, supplementing the Discharge and Reconveyance dated June 22, 1995 (filed and recorded with the Interstate Commerce Commission on June 28, 1995, at 10:20 a.m., recordation number 13980-E), does hereby certify that Canadian Pacific Railway Company (Canadian Pacific Limited changed its name to Canadian Pacific Railway Company by Articles of Arrangement under the Canada Business Corporations Act dated July 4, 1996) ("Company") has fully paid and satisfied and discharged the principal amount and all interest owing on all of its 9.45% Equipment Trust Certificates, Series 2, due May 1, 1988 pursuant to the provisions of an Equipment Trust Agreement dated November 1, 1982 (filed and recorded with the Interstate Commerce Commission on March 7, 1983, recordation number 13980, and deposited with the Registrar General of Canada on March 8, 1983 at 2:46 p.m.) as amended and supplemented by the Third Supplemental Agreement dated May 1, 1988 (filed and recorded with the Interstate Commerce Commission on May 9, 1988 at 11:30 a.m., recordation number 13980-C, and deposited with the Registrar General of Canada on May 12, 1988 at 12:20 p.m.), and further certifies that the Company has fully performed and carried out and satisfied all of their other obligations thereunder entitling Canadian Pacific Railway Company to receive from the Trustee an instrument in writing reinvesting the Trustee's title, interest and rights to said railroad equipment described in Schedule "A" annexed hereto.

NOW, THEREFORE, in the sum of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Harris Trust Company of New York,

as successor to the Bank of Montreal Trust Co., by these presence does hereby bargain, sell, assign, transfer and set over unto the Canadian Pacific Railway Company, its successors and assigns, all of the Trustee's title, right and interest to the railroad equipment described in Schedule "A" hereof, to have and to hold the said railroad equipment absolutely and forever, free of limitation, restriction or trust, and does hereby discharge the Companies, their successors and assigns from encumbrances, liens, and other obligations under the said Equipment Trust Certificates, Series 2, Equipment Trust Agreement and First and Second Supplemental Agreements described above.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed on the 27 day of December, 2001.

Trustee

Harris Trust Company of New York

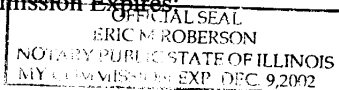
By

Title:

STATE OF ILLINOIS)
) ss.
COUNTY OF Kane)

On this 27th day of December, 2001, before me personally appeared Martin J. McHale, Jr., to me personally known, who, being by me duly sworn, says that he is Vice President and one of the seals affixed to the foregoing instrument is the corporate seal of said corporation of Harris Trust Company of New York, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:



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Eric M. Roberson
Notary Public

SCHEDULE "A"

<u>DESCRIPTION</u>	<u>NUMBER OF UNITS</u>	<u>ROAD NUMBERS</u>
Diesel Electric Locomotive Units, 2,000 Horsepower Model GP38 – 2	1	CP 3067
89'4" Fully Enclosed Tri-Level Auto Rack Cars	6	CP 556402 CP 556404 CP 556414 CP 556416 CP 556418 CP 556424
Bathtub Steel Rotary Gondola Cars, 100 Tons	140	CP 350126 – 350145 inc. CP 350166 – 350285 inc.

CERTIFICATE OF TRUE COPY

In accordance with 49 C.F.R. § 1177.3(b)(1), this is to certify that the undersigned, a notary public, State of Minnesota, County of Hennepin, has compared the original SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 2), 12/27/01, with the attached copy thereof and states that the copy is a true, complete and identical copy in all respects to the said SUPPLEMENTAL DISCHARGE AND RECONVEYANCE (SERIES 1), 12/27/01.

Dated: 1-3-2002


Notary Public

